

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF CALIFORNIA

In re

Grail Semiconductor

Case No. 15-29890-D-11

Debtor(s).

AMENDMENT COVER SHEET

Amendment(s) to the following petition, list(s), schedule(s), or statement(s) are attached hereto:

- |   |  |
|---|--|
| <input type="checkbox"/> Petition   | <input checked="" type="checkbox"/> Statement of Your Financial Affairs            |
| <input type="checkbox"/> Creditor Matrix  | <input type="checkbox"/> Statement of Intention for Individuals Filing Under Ch. 7 |
| <input type="checkbox"/> List of 20 Largest Unsecured Creditors                         | <input type="checkbox"/> List of Equity Security Holders                           |
| <input type="checkbox"/> Schedules (check appropriate boxes). See Instruction #4 below. |  |
| <input type="checkbox"/> A/B  | <input type="checkbox"/> C   |
| <input type="checkbox"/> D  | <input type="checkbox"/> E/F   |
| <input type="checkbox"/> G  | <input type="checkbox"/> H   |
| <input type="checkbox"/> I  | <input type="checkbox"/> J   |
| <input type="checkbox"/> Summary of Schedules of Assets and Liabilities                 |  |

**REQUIRED IF AMENDING SCHEDULE(S) A/ B, D, E/F, I, OR J.**

Purpose of amendment (check one):

- ☐ To add pre-petition creditors, delete creditors, change amounts owed or classification of debt (\$30.00 fee required, provided the bankruptcy judge may, for good cause, waive the charge in any case.) **NOTE:** Lists, schedules and statements that add or change creditors must be accompanied by an amended matrix listing only the creditors added or changed.
- ☐ No pre-petition creditors were added, creditors deleted, or amounts owed or classifications of debt changed.

NOTICE OF AMENDMENT TO AFFECTED PARTIES

Pursuant to Federal Rule of Bankruptcy Procedure 1009(a), I certify that notice of the filing of the amendment(s) checked above has been given this date to the Trustee in this case, and to any and all entities affected by the amendment, together with a copy of the notice of meeting of creditors, the discharge (if one has been entered), a subsequent notice to file claims (if one has been issued), and any other document affecting the rights of the added creditors. (**NOTE:** Proof of service, indicating that service has been made, must be filed with the Court.)

Dated: February 3, 2015

Attorney's [or Pro Se Debtor's] Signature:

Printed Name:

Mailing Address:

*Jennifer E. Niemann*  
 Jennifer E. Niemann  
 400 Capitol Mall, Suite 1750  
 Sacramento, CA 95814

DECLARATION BY DEBTOR

I(We), the undersigned debtor(s), hereby declare under penalty of perjury that the information set forth in the amendment(s) attached hereto, consisting of 33 pages, is true and correct.

Dated: 2/3/2015

GRAIL SEMICONDUCTOR

By: *Michael F. Burkart*  
Debtor's Signature

Michael F. Burkart, Chief Resolution Officer

Dated:

Joint Debtor's Signature

INSTRUCTIONS

- Use this cover sheet ONLY when filing amended petitions, lists, schedules and statements. **Do not use an amendment cover sheet when submitting amended plans or amendments to plans.**
- Include the word "Amended" in the title of each amended document.
- Amendments to property schedules (A/ B), creditor schedules (D and E/ F), or income/expenses schedules (I and J) must be accompanied by an amended Summary of Schedules of Assets and Liabilities. Updates to the schedule totals will not be made unless the summary is filed.
- Amendments to add creditors or change their names/addresses must consist of the amended schedule(s) with a notation to the right of the creditor entry of "A" if the creditor is being added or "C" if it is being changed. **Failure to include "A" or "C" notations on amended schedules may result in duplicate or multiple listings on master address lists.**
- Amendments which add or change creditors must be accompanied by a separately filed amended matrix containing ONLY the additions/changes so that the creditors may be downloaded into the case. The matrix should not contain the "A" or "C" notations.
- When e-Filing an amended matrix, you must submit two separate files: a PDF file containing the amendment cover sheet for the matrix, and a text file containing the creditors in the standard master address list format. These two files must be uploaded together.
- Federal Rule of Bankruptcy Procedure 1009 requires the debtor to give notice of an amendment to the trustee and to any entity affected thereby. **Notice of the amendment will not be given by the Clerk's Office.** To comply with this requirement, the debtor's attorney or Pro Se debtor must give notice to the trustee and any entity affected by the amendment by serving all previous court notices including, but not limited to, the notice of meeting of creditors, discharge of debtor, etc. A proof of service, indicating that service has been made, must be filed with the court.
- Checks and money orders should be payable to "Clerk, U.S. Bankruptcy Court." (**NOTE: No personal checks will be accepted.**)

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UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF CALIFORNIA  
 SACRAMENTO DIVISION

In re:

GRAIL SEMICONDUCTOR, a  
 California corporation,

Debtor-in-Possession

CASE NO.: 15-29890-D-11

Chapter 11

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND  
 DISCLAIMER REGARDING THE DEBTOR'S SCHEDULES OF ASSETS AND  
 LIABILITIES AND AMENDED STATEMENT OF FINANCIAL AFFAIRS**

Grail Semiconductor (the “**Debtor**”) files these *Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtor's Schedules of Assets and Liabilities and Amended Statement of Financial Affairs* (the “**Global Notes**”) with regard to its Schedules of Assets and Liabilities (the “**Schedules**”) and Amended Statement of Financial Affairs (the “**Amended SOFA**”). The Debtor prepared the Schedules and Amended SOFA in accordance with section 521 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “**Bankruptcy Code**”), and Rule 1007 of the Federal Rules of Bankruptcy Procedure.

These Global Notes pertain to, are incorporated by reference in, and comprise an integral part of, all of the Schedules and Amended SOFA. These Global Notes should be referred to, and reviewed in connection with, any review of the Schedules and Amended SOFA.

The Schedules and Amended SOFA do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles (“**GAAP**”), nor are they

1 intended to fully reconcile to any financial statements prepared by the Debtor. The Schedules and  
2 Amended SOFA reflect the Debtor's best effort to compile information regarding the assets and  
3 liabilities of the Debtor. Additionally, the Schedules and Amended SOFA contain unaudited  
4 information that is subject to further review and potential adjustment. The Debtor reserves all  
5 rights to amend or supplement its Schedules and Amended SOFA.

6 Nothing contained in the Schedules and Amended SOFA or these Global Notes shall  
7 constitute a waiver of any of the Debtor's rights or an admission with respect to its chapter 11  
8 case, including, but not limited to, any issues involving objections to claims, setoff or  
9 recoupment, equitable subordination, defenses, characterization or re-characterization of  
10 contracts, leases and claims, assumption or rejection of contracts and leases and/or causes of  
11 action arising under the Bankruptcy Code or any other applicable laws to recover assets or avoid  
12 transfers.

13 Notwithstanding the Debtor's reasonable efforts to properly characterize, classify,  
14 categorize, or designate certain claims, assets, executory contracts, and other items reported in the  
15 Schedules and Amended SOFA, the Debtor may nevertheless seek to recharacterize, reclassify,  
16 recategorize, redesignate, add, or delete items included in the Schedules and Amended SOFA,  
17 and the Debtor and its estate reserve all rights in this regard.

#### 18 NOTES FOR SCHEDULES

19 Schedule A/B: Assets – Real and Personal Property. Despite its commercially  
20 reasonable efforts to identify all known assets, the Debtor may not have listed all of its causes of  
21 action or potential causes of action against third parties as assets in its Schedules and Amended  
22 SOFA, including, but not limited to, causes of action arising under the Bankruptcy Code or any  
23 other applicable laws to recover assets or avoid transfers. The Debtor and its estate reserve all of  
24 its rights with respect to any claims and causes of action that it may have, and neither these  
25 Global Notes nor the Schedules and Amended SOFA shall be deemed a waiver of any such  
26 claims and causes of actions, or in any way waive, prejudice, impair or otherwise affect the  
27 assertion of such claims and causes of action. Patents, trademarks, and other intellectual property  
28 are listed as an unknown or undetermined amount on account of the fact that the fair market value

1 of such ownership is dependent on numerous variables and factors and may differ significantly  
2 from the net book value.

3 **Schedule D: Creditors Who Have Claims Secured by Property.** The Debtor and its  
4 estate reserve all rights to dispute or challenge the validity, perfection or immunity from  
5 avoidance of any lien purported to be granted or perfected in any specific asset to a creditor listed  
6 on Schedule D. The Debtor and its estate reserve all rights to dispute or challenge the secured  
7 nature of any such claim or the characterization of the structure of any transaction, document or  
8 instrument related to any such claim. The descriptions provided in Schedule D are intended only  
9 to be a summary. By listing a party on Schedule D based on a UCC-1 filing, the Debtor and its  
10 estate are not conceding that such party actually holds a perfected, unavoidable security interest in  
11 the asset that is the subject of such filing, and reserve all rights as set forth in these Global Notes.

12 **Schedule E/F: Creditors Who Have Unsecured Claims.** The Debtor and its estate  
13 reserve all rights to dispute or challenge whether creditors listed on Schedule E/F are entitled to  
14 priority claims. Certain creditors listed on Schedule E/F may owe amounts to the Debtor; as  
15 such, the Debtor and its estate may have valid setoff and recoupment rights with respect to such  
16 amounts, which rights are not reflected on Schedule E/F. Also, the amounts listed on Schedule  
17 E/F reflect known prepetition claims as of the filing of this bankruptcy case. Such amounts do  
18 not reflect any rights of setoff or recoupment that may be asserted by any creditors listed on  
19 Schedule E/F, and the Debtor and its estate reserve all rights to challenge any setoff and  
20 recoupment rights that may be asserted against it. The Debtor and its estate reserve all rights to  
21 dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to  
22 be perfected by a creditor listed on Schedule E/F.

### 23 **NOTES FOR STATEMENT OF FINANCIAL AFFAIRS**

24 **Amended SOFA 7.** The Debtor and its estate reserve all rights, claims and defenses with  
25 respect to any and all listed lawsuits and administrative proceedings (or potential lawsuits and  
26 administrative proceedings). The listing of any such suits and proceedings shall not constitute an  
27 admission by the Debtor and its estate of any liabilities or that the actions or proceedings were  
28 correctly filed against the Debtor.



Debtor Grail Semiconductor  
NameCase number (if known) 15-29890-D-11**Part 2: List Certain Transfers Made Before Filing for Bankruptcy****3. Certain payments or transfers to creditors within 90 days before filing this case**

List payments or transfers—including expense reimbursements—to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,225. (This amount may be adjusted on 4/01/16 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

☐ None

Creditor's name and address	Dates	Total amount or value	Reasons for payment or transfer <i>Check all that apply</i>
3.1. See Attached Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____
3.2. _____ Creditor's name _____ Street _____ City _____ State _____ ZIP Code _____	_____	\$ _____	<input type="checkbox"/> Secured debt <input type="checkbox"/> Unsecured loan repayments <input type="checkbox"/> Suppliers or vendors <input type="checkbox"/> Services <input type="checkbox"/> Other _____

**4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider**

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,225. (This amount may be adjusted on 4/01/16 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

☐ None

Insider's name and address	Dates	Total amount or value	Reasons for payment or transfer
4.1. See Attached Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____
4.2. _____ Insider's name _____ Street _____ City _____ State _____ ZIP Code _____ Relationship to debtor _____	_____	\$ _____	_____



Debtor Grail Semiconductor  
Name

Case number (if known) 15-29890-D-11

### 5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

☒ None

	Creditor's name and address	Description of the property	Date	Value of property
--	-----------------------------	-----------------------------	------	-------------------

5.1.

Creditor's name				\$
Street				
City	State	ZIP Code		

5.2.

Creditor's name				\$
Street				
City	State	ZIP Code		

### 6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

☒ None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
-----------------------------	---	-----------------------	--------

Creditor's name			\$
Street			
City	State	ZIP Code	

Last 4 digits of account number: XXXX- \_\_\_\_\_

## Part 3: Legal Actions or Assignments

### 7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

☐ None

	Case title	Nature of case	Court or agency's name and address	Status of case
7.1.	See Attached		Name	<input type="checkbox"/> Pending
	Case number		Street	<input type="checkbox"/> On appeal
			City	<input type="checkbox"/> Concluded
			State	
			ZIP Code	
7.2.	Case title		Court or agency's name and address	<input type="checkbox"/> Pending
	Case number		Name	<input type="checkbox"/> On appeal
			Street	<input type="checkbox"/> Concluded
			City	
			State	
			ZIP Code	

Debtor Grail Semiconductor  
Name

Case number (if known) 15-29890-D-11

### 8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

☒ None

Custodian's name and address

Custodian's name

Street

City State ZIP Code

Description of the property

Case title

Case number

Date of order or assignment

Value

\$

Court name and address

Name

Street

City State ZIP Code

### Part 4: Certain Gifts and Charitable Contributions

#### 9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000

☒ None

Recipient's name and address

Description of the gifts or contributions

Dates given

Value

9.1. Recipient's name

Street

City State ZIP Code

Recipient's relationship to debtor

9.2. Recipient's name

Street

City State ZIP Code

Recipient's relationship to debtor

### Part 5: Certain Losses

#### 10. All losses from fire, theft, or other casualty within 1 year before filing this case.

☒ None

Description of the property lost and how the loss occurred

Amount of payments received for the loss

If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.

List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).

Date of loss

Value of property lost

\$



Debtor Grail Semiconductor  
Name

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### Part 6: Certain Payments or Transfers

#### 11. Payments related to bankruptcy

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

☐ None

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.1.	See Attached			\$
	Address			
	Street			
	City State ZIP Code			
	Email or website address			
	Who made the payment, if not debtor?			

	Who was paid or who received the transfer?	If not money, describe any property transferred	Dates	Total amount or value
11.2.				\$
	Address			
	Street			
	City State ZIP Code			
	Email or website address			
	Who made the payment, if not debtor?			

#### 12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.

Do not include transfers already listed on this statement.

☒ None

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
			\$
Trustee			

Debtor Grail Semiconductor  
NameCase number (if known) 15-29890-D-11**13. Transfers not already listed on this statement**

List any transfers of money or other property—by sale, trade, or any other means—made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

☐ None

	Who received transfer?	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
13.1.	See Attached			\$
	<b>Address</b>			
	Street			
	City State ZIP Code			
	<b>Relationship to debtor</b>			

13.2.	Who received transfer?			\$
	<b>Address</b>			
	Street			
	City State ZIP Code			
	<b>Relationship to debtor</b>			

**Part 7: Previous Locations****14. Previous addresses**

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

☐ Does not apply

	Address	Dates of occupancy
14.1.	See Attached	From To
	Street	
	City State ZIP Code	
14.2.		From To
	Street	
	City State ZIP Code	

Debtor Grail Semiconductor  
Name

Case number (if known) 15-29890-D-11

### Part 8: Health Care Bankruptcies

#### 15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

- ☒ No. Go to Part 9.  
☐ Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

<p>15.1. _____ Facility name</p> <p>_____</p> <p>Street</p> <p>_____</p> <p>City State ZIP Code</p>	<p>_____</p> <p>Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.</p> <p>_____</p>	<p>_____</p> <p>How are records kept?</p> <p>Check all that apply:</p> <p><input type="checkbox"/> Electronically</p> <p><input type="checkbox"/> Paper</p>
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Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
---------------------------	--	---

<p>15.2. _____ Facility name</p> <p>_____</p> <p>Street</p> <p>_____</p> <p>City State ZIP Code</p>	<p>_____</p> <p>Location where patient records are maintained (if different from facility address). If electronic, identify any service provider.</p> <p>_____</p>	<p>_____</p> <p>How are records kept?</p> <p>Check all that apply:</p> <p><input type="checkbox"/> Electronically</p> <p><input type="checkbox"/> Paper</p>
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### Part 9: Personally Identifiable Information

#### 16. Does the debtor collect and retain personally identifiable information of customers?

- ☒ No.  
☐ Yes. State the nature of the information collected and retained. \_\_\_\_\_

Does the debtor have a privacy policy about that information?

- ☐ No  
☐ Yes

#### 17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- ☒ No. Go to Part 10.  
 Yes. Does the debtor serve as plan administrator?

- ☐ No. Go to Part 10.  
☐ Yes. Fill in below:

Name of plan \_\_\_\_\_

Employer identification number of the plan \_\_\_\_\_

EIN: \_\_\_\_\_

Has the plan been terminated?

- ☐ No  
☐ Yes

Debtor Grail Semiconductor  
Name

Case number (if known) 15-29890-D-11

**Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units**

**18. Closed financial accounts**

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

☒ None

	Financial institution name and address	Last 4 digits of account number	Type of account	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer
18.1.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____
18.2.	Name _____ Street _____ City _____ State _____ ZIP Code _____	XXXX-____-____-____	<input type="checkbox"/> Checking <input type="checkbox"/> Savings <input type="checkbox"/> Money market <input type="checkbox"/> Brokerage <input type="checkbox"/> Other _____	_____	\$ _____

**19. Safe deposit boxes**

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

☒ None

Depository institution name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	_____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

**20. Off-premises storage**

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

☒ None

Facility name and address	Names of anyone with access to it	Description of the contents	Does debtor still have it?
Name _____ Street _____ City _____ State _____ ZIP Code _____	_____ _____ _____ Address _____ _____	_____ _____ _____	<input type="checkbox"/> No <input type="checkbox"/> Yes

Debtor Grail Semiconductor  
NameCase number (if known) 15-29890-D-11**Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own****21. Property held for another**

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

☒ None

Owner's name and address	Location of the property	Description of the property	Value
Name			\$ _____
Street			
City State ZIP Code			

**Part 12: Details About Environmental Information**

For the purpose of Part 12, the following definitions apply:

- **Environmental law** means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).
- **Site** means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.
- **Hazardous material** means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Report all notices, releases, and proceedings known, regardless of when they occurred.

**22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law?** Include settlements and orders.☒ No☐ Yes. Provide details below.

Case title	Court or agency name and address	Nature of the case	Status of case
Case number	Name		<input type="checkbox"/> Pending
	Street		<input type="checkbox"/> On appeal
	City State ZIP Code		<input type="checkbox"/> Concluded

**23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?**☒ No☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name	Name		
Street	Street		
City State ZIP Code	City State ZIP Code		

Debtor Grail Semiconductor  
Name

Case number (if known) 15-29890-D-11

**24. Has the debtor notified any governmental unit of any release of hazardous material?**

- ☒ No  
☐ Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
Name _____	Name _____	_____	_____
Street _____	Street _____	_____	
City _____ State _____ ZIP Code _____	City _____ State _____ ZIP Code _____		

**Part 13: Details About the Debtor's Business or Connections to Any Business**

**25. Other businesses in which the debtor has or has had an interest**

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- ☐ None

	Business name and address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
25.1.	Grail Semiconductor Limited Name c/o Brad Woods Street P.O. Box 4487 Frisco CO 80443 City State ZIP Code	Shell entity incorporated in Hong Kong _____ _____	EIN: _____ Dates business existed From <u>03/15/2012</u> To <u>Present</u>
25.2.	1st Class Legal NA, LLC Name 7400 Tamiami Trail North Street Suite 101 Naples FL 34108 City State ZIP Code	Holds funds of Grail Semiconductor _____ _____	Employer Identification number Do not include Social Security number or ITIN. EIN: <u>4 6 - 5 3 3 8 3 2 4</u> Dates business existed From <u>04/08/2014</u> To <u>Present</u>
25.3.	_____ Name _____ Street _____ City State ZIP Code	_____ _____ _____	Employer Identification number Do not include Social Security number or ITIN. EIN: _____ Dates business existed From _____ To _____



Debtor Grail Semiconductor  
Name

Case number (if known) 14-29890-D-11

**26. Books, records, and financial statements**

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

☐ None

**Name and address**

**Dates of service**

26a.1. See Attached

From \_\_\_\_\_ To \_\_\_\_\_

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

**Name and address**

**Dates of service**

26a.2.

From \_\_\_\_\_ To \_\_\_\_\_

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

☐ None

**Name and address**

**Dates of service**

26b.1. Brad Woods

From 3/1/2012 To Present

Name \_\_\_\_\_

9000 Divide, 1127 North Summit Blvd.

Street \_\_\_\_\_

Mountain Meadows #105

Frisco

CO

80443

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

**Name and address**

**Dates of service**

26b.2.

From \_\_\_\_\_ To \_\_\_\_\_

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

☐ None

**Name and address**

**If any books of account and records are unavailable, explain why**

26c.1. See Attached

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

Debtor Grail Semiconductor  
Name

Case number (if known) 15-29890-D-11

**Name and address**

If any books of account and records are unavailable, explain why

26c.2.

Name

Street

City

State

ZIP Code

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

☒ None

**Name and address**

26d.1.

Name

Street

City

State

ZIP Code

**Name and address**

26d.2.

Name

Street

City

State

ZIP Code

**27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

☒ No

☐ Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory

Date of inventory

The dollar amount and basis (cost, market, or other basis) of each inventory

\$

Name and address of the person who has possession of inventory records

27.1.

Name

Street

City

State

ZIP Code

Debtor Grail Semiconductor  
NameCase number (if known) 15-29890-D-11

Name of the person who supervised the taking of the inventory

Date of  
inventoryThe dollar amount and basis (cost, market, or  
other basis) of each inventory

\$ \_\_\_\_\_

Name and address of the person who has possession of inventory records

27.2.

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name

Address

Position and nature of any  
interest

% of interest, if any

See Attached

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

☐ No☒ Yes. Identify below.

Name

Address

Position and nature of  
any interestPeriod during which  
position or interest was  
held

See Attached

From \_\_\_\_\_ To \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_

From \_\_\_\_\_ To \_\_\_\_\_

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

☐ No☒ Yes. Identify below.

Name and address of recipient

Amount of money or  
description and value of  
property

Dates

Reason for  
providing the value

30.1. See Answer to Part 2, Question 4

Name \_\_\_\_\_

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_

ZIP Code \_\_\_\_\_

Relationship to debtor \_\_\_\_\_

Debtor

Grail Semiconductor

Name

Case number (if known) 15-29890-D-11

## Name and address of recipient

30.2

Name

Street

City

State

ZIP Code

Relationship to debtor

31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

☒ No☐ Yes. Identify below.

Name of the parent corporation

Employer Identification number of the parent corporation

EIN: \_\_\_\_\_

32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

☒ No☐ Yes. Identify below.

Name of the pension fund

Employer Identification number of the pension fund

EIN: \_\_\_\_\_

**Part 14: Signature and Declaration**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 2 3 2016  
MM / DD / YYYY

*Michael F. Burkart*

Printed name Michael F. Burkart

Signature of individual signing on behalf of the debtor

Position or relationship to debtor Chief Resolution Officer

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

☐ No☒ Yes

**ATTACHMENT TO STATEMENT OF FINANCIAL AFFAIRS****PART 1: INCOME****2. Non-business revenue**

From/To	Description of Sources of Revenue	Gross revenue from each source (before deductions and exclusions)
01/01/2015 to 12/30/2015 (filing date)	Settlement of lawsuit with Mitsubishi Electric US, Inc. Sales of Nemaska Lithium, Inc. stock Funds from Sedgwick Funding Co, LLC	\$55,000,000.00 \$ 183,518.45 \$ 1,073,695.35*
01/01/2014-12/31/2014	Funds from Sedgwick Funding Co, LLC	\$ 3,455,649.14*

\* Sedgwick Funding Co. ("Sedgwick") is an affiliate of Gerchen Keller Capital, LLC ("GKC"). The Debtor has scheduled GKC as a disputed secured creditor. The Debtor is informed and believes it is GKC's position that GKC does not have a debtor/creditor relationship with the Debtor. Rather, GKC contends that it purchased an interest in the proceeds of litigation between Grail Semiconductor and Mitsubishi Electric US, Inc. The Debtor is still investigating the GKC transaction. If GKC is found to have lent funds to Grail, then the funds received from Sedgwick would not be non-business revenue. However, in the interest of full disclosure, the Debtor is including funds received by Sedgwick as non-business revenue in case it is later determined that GKC did not have a loan transaction with Grail.

**PART 2: LIST CERTAIN TRANSFERS MADE BEFORE FILING FOR BANKRUPTCY****3. Certain payments or transfers to creditors within 90 days before filing this case**

**NOTE:** Please see response to Question 4 below for payments to insiders.

	Creditor's Name and Address	Dates	Total Amount or Value	Reasons for Payment or Transfer
3.1	Aronowitz Skidmore Lyon 200 Auburn Folsom Road, Suite 305 Auburn, CA 95603	10/7/15 11/11/15 12/02/15 12/02/15 12/29/15 12/29/15	\$4,212.00 \$13,323.50 \$12,403.70 \$10,151.50 \$13,021.30 \$3,744.00	Legal Fees Legal Fees Legal Fees Legal Fees Legal Fees Legal Fees
3.2	Niro, Haller & Niro, Ltd. Attn: Raymond P. Niro 181 W. Madison Street, Suite 4600 Chicago, IL 60602-4515	10/9/15	\$21,450,000.00	Alleged secured debt
3.3	Gerchen Keller Capital, LLC Attn: Douglas G. Gruener 353 North Clark Street, Suite 2700 Chicago, IL 60654	10/12/15	\$12,269,881.61	Alleged secured debt

	<b>Creditor's Name and Address</b>	<b>Dates</b>	<b>Total Amount or Value</b>	<b>Reasons for Payment or Transfer</b>
3.4	1st Class Legal (IS) Limited Bob Gordon, Managing Director Oak House, Sitka Drive Shrewsbury Business Park Shrewsbury, Shropshire SY2 6LG UNITED KINGDOM	10/16/15	\$14,600,000.00	Alleged secured debt
3.5	Law Office of Timothy A. Charshaf Attn: Timothy A. Charshaf 5176 Hillsdale Circle, Suite 100 El Dorado Hills, California 95762	10/23/15 10/29/15 11/11/15 11/24/15 12/09/15 12/16/15 12/23/15 12/23/15 12/29/15	\$20,390.95 \$4,702.50 \$3,448.50 \$6,654.75 \$5,040.25 \$5,860.00 \$50,000.00 \$5,498.25 \$1,767.00	Legal Fees Legal Fees Legal Fees Legal Fees Legal Fees Legal Fees Retainer for Legal Services Legal Fees Legal Fees
3.6	Colderbank Law 112 J Street, Suite 301 Sacramento, CA 95814	11/10/15 12/17/15	\$3,086.77 \$3,356.94	Legal Fees Legal Fees
3.7	Liner LLP 1100 Glendon Avenue, 14 <sup>th</sup> Floor Los Angeles, CA 90024-3518	11/11/15 11/18/15 12/02/15 12/14/15 12/29/15	\$39,927.01 \$7,492.50 \$6,952.50 \$10,732.50 \$ 8,722.50	Legal Fees Legal Fees Legal Fees Legal Fees Legal Fees
3.8	Felderstein Fitzgerald Willoughby & Pascuzzi LLP 400 Capitol Mall, Suite 1750 Sacramento, CA 95184	11/12/15 12/16/15 12/23/15	\$10,000.00 \$30,000.00 \$150,000.00	Retainer for Legal Services Retainer for Legal Services Retainer for Legal Services
3.9	Boutin Jones, Inc. 555 Capitol Mall, Suite 1500 Sacramento, CA 95814	12/07/15 12/21/15	\$10,000.00 \$20,000.00	Legal Fees Legal Fees
3.10	Diepenbrock Elkin Gleason LLP 500 Capitol Mall, Suite 2200 Sacramento, CA 95814	12/14/15 12/28/15 12/29/15	\$15,787.50 \$6,562.50 \$1,050.00	Legal Fees Legal Fees Legal Fees



**4. Payments or other transfers of property made within 1 year before filing this case that benefitted any insider**

	<b>Insider's Name and Address</b>	<b>Dates</b>	<b>Total Amount or Value</b>	<b>Reasons for Payment or Transfer</b>
4.1	Donald Stern c/o John C. Oehmke, Esq. Diepenbrock Elkin LLP 500 Capitol Mall, Suite 2200 Sacramento, CA 95814  Relationship to Debtor: Director	1/2/15 1/2/15 1/29/15 2/23/15 2/27/15 4/1/15 5/1/15 5/5/15  5/12/15  6/1/15 7/1/15 7/17/15  8/3/15 8/14/15  9/1/15 10/1/15 10/2/15  10/13/15 11/16/15 11/30/15 12/14/15 12/29/15	\$7,500.00 \$136.81 \$7,500.00 \$5,567.30 \$7,500.00 \$7,500.00 \$7,500.00 \$25,000.00  \$25,000.00  \$7,500.00 \$7,500.00 \$2,250.00  \$7,500.00 \$2,250.00  \$7,500.00 \$7,500.00 \$2,250.00  \$2,750,000.00 \$4,000.00 \$2,000.00 \$2,000.00 \$2,000.00	Consultant Fee (Jan 2015) Expense Reimbursement Consultant Fee (Feb 2015) Expense Reimbursement Consultant Fee (Mar 2015) Consultant Fee (Apr 2015) Consultant Fee (May 2015) Board Approved for Past Expenses Board Approved for Past Expenses  Consultant Fee (Jun 2015) Consultant Fee (Jul 2015) Payments made to IRS on behalf of Don Stern Consultant Fee (Aug 2015) Payments made to IRS on behalf of Don Stern  Consultant Fee (Sept 2015) Consultant Fee (Oct 2015) Payments made to IRS on behalf of Don Stern Per Board Authorization BOD Honorarium BOD Honorarium BOD Honorarium BOD Honorarium
4.2	Robert Stern c/o Edward A. Klein, Esq. Liner LLP 1100 Glendon Avenue, Floor 14 Los Angeles, CA 90024  Relationship to Debtor: Director	11/16/15 11/30/15 12/14/15 12/29/15	\$4,000.00 \$2,000.00 \$2,000.00 \$2,000.00	BOD Honorarium BOD Honorarium BOD Honorarium BOD Honorarium
4.3	Judge Richard L. Gilbert (Ret.) 2630 "J" Street Sacramento, California 95816  Relationship to Debtor: Director	9/29/15 10/30/15 10/31/15 12/02/15 12/22/15 12/29/15 12/29/15	\$8,500.00 \$17,031.25 \$12,562.50 \$6,937.50 \$9,312.50 \$3,000.00 \$1,485.09	Director fees* Director fees* Director fees* Director fees* Director fees* Director fees* Expense Reimbursement* *All payments made through Aronowitz firm

	Insider's Name and Address	Dates	Total Amount or Value	Reasons for Payment or Transfer
4.4	Ronald W. Hofer c/o Jamie P. Dreher, Esq. Downey Brand LLP 621 Capitol Mall, 18th Floor Sacramento, CA 95814  Relationship to Debtor: CEO with authority revoked	12/31/14 1/2/15 1/12/15 1/15/15 1/26/15 1/26/15 1/27/15 2/9/15  2/11/15  2/25/15 2/25/15 2/19/15 3/2/15 3/16/15 4/2/15 4/2/15 4/17/15  5/1/15 5/2/15  6/1/15 7/1/15 8/3/15 9/1/15 10/2/15 10/22/15 11/4/15 11/3/15 11/5/15 11/27/15 12/29/15	\$15,000.00 \$5,000.00 \$14,000.00 \$6,000.00 \$150.00 \$150.00 \$20,000.00 \$39.25  \$185.49  \$150.00 \$150.00 \$50,000.00 \$20,000.00 \$16,219.32 \$20,000.00 \$1,790.00 \$7,500.00  \$20,000.00 \$49.76  \$14,649.00 \$20,000.00 \$20,000.00 \$20,000.00 \$500.00 \$50.00 \$9,347.89 \$19,500.00 \$19,500.00 \$19,500.00 \$19,750.00	Net Salary (Jan 2015) Net Salary (Jan 2015) Draw on Bonus Draw on Bonus Advance Advance Net Salary (Feb 2015) Paid Grail Expenses in Lieu of Repaying Advances Paid Grail Expenses in Lieu of Repaying Advances Advance Advance Advance on Bonus Net Salary (Mar 2015) Expense Reimbursement Net Salary (Apr 2015) Advance Payment to Hofer Advisory Group LLC to correct Deposit Error on 4/8/15 Net Salary (May 2015) Paid Grail Expenses in Lieu of Repaying Advances Net Salary (Jun 2015) Net Salary (Jul 2015) Net Salary (Aug 2015) Net Salary (Sept 2015) Advance Advance Expense Reimbursement Salary Advance (Oct 2015) Salary Advance (Nov 2015) Salary Advance (Dec 2015) Salary Advance (Jan 2016)

	Insider's Name and Address	Dates	Total Amount or Value	Reasons for Payment or Transfer
4.5	Brad Woods 9000 Divide-1127 North Summit Blvd Mountain Meadows #105 Frisco, CO 80443  Relationship to Debtor: CFO and Secretary with authority revoked	1/2/15	\$5,000.00	Net Salary (Jan 2015)
		1/15/15	\$758.00	Paid Grail Expenses in Lieu of Repaying Advances
		1/21/15	\$35.51	Paid Grail Expenses in Lieu of Repaying Advances
		2/23/15	\$5,000.00	Net Salary (Feb 2015)
		3/5/15	\$356.69	Paid Grail Expenses in Lieu of Repaying Advances
		3/6/15	\$5,000.00	Net Salary (Mar 2015)
		3/16/15	\$62.35	Paid Grail Expenses in Lieu of Repaying Advances
		3/20/15	\$2,244.33	Paid Grail Expenses in Lieu of Repaying Advances
		3/28/15	\$1,525.15	Paid Grail Expenses in Lieu of Repaying Advances
		4/1/15	\$5,000.00	Net Salary (Apr 2015)
		4/7/15	\$478.32	Paid Grail Expenses in Lieu of Repaying Advances
		4/10/15	\$1,719.24	Expense Reimbursement
		4/23/15	\$2.34	Paid Grail Expenses in Lieu of Repaying Advances
		5/1/15	\$5,000.00	Net Salary (May 2015)
		6/1/15	\$5,000.00	Net Salary (Jun 2015)
		6/2/15	\$6.65	Paid Grail Expenses in Lieu of Repaying Advances
		7/1/15	\$5,000.00	Net Salary (Jul 2015)
		7/29/15	\$1.20	Paid Grail Expenses in Lieu of Repaying Advances
		8/1/15	\$5,000.00	Net Salary (Aug 2015)
		9/1/15	\$5,000.00	Net Salary (Sept 2015)
4.6	Michael F. Burkart 5150 Fair Oaks Blvd. #101-185 Carmichael, CA 95608  Relationship to Debtor: Chief Resolution Officer	12/16/15	\$20,000.00	Retainer for Services
		12/23/15	\$150,000.00	Retainer for Services
		12/29/15	\$6,810.00	Fees for 12/15-29/15**
				**paid from retainer

**PART 3: LEGAL ACTIONS OR ASSIGNMENTS****7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

	<b>Case Title</b>	<b>Nature of Case</b>	<b>Court or Agency's name and address</b>	<b>Status of Case</b>
7.1	Grail Semiconductor, Inc. v. Mitsubishi Electric & Electronics USA, Inc.  Case No. 1-07-CV-098590	Breach of Non-Disclosure Agreement	Santa Clara County Superior Court Attn: Civil Division 191 North First Street San Jose, CA 95113	Closed
7.2	Grail Semiconductor, Inc. v. Schwarcz, Rimberg, Boyd & Rader, LLP  Case No. BC562267	Legal Malpractice	Los Angeles County Superior Court	Dismissed 8/19/15
7.3	Robert B. Stern, et al. v. Grail Semiconductor, et al.  Case No. 34-2012-00126036	Corporations Code Section 709	Sacramento County Superior Court 720 9th Street Sacramento, CA 95814	Pending
7.4	Ronald W. Hofer v. Grail Semiconductor, Inc., et al.  Case No. 2:15-cv-02207-MCE-EFB	Employment/Breach of Contract	United States District Court Eastern District of CA 501 I Street, Room 4-200 Sacramento, CA 95814	Pending
7.5	Grail Semiconductor, Inc. v. Robert B. Stern  Case No. 12-CA-4452	Breach of Fiduciary Duty	Circuit Court of the Twentieth Judicial Circuit in and for Collier County Florida	Dismissed 12/4/15

**PART 6: CERTAIN PAYMENTS OR TRANSFERS****11. Payments related to Bankruptcy**

<b>Name and address of party receiving transfer</b>	<b>If not money, describe any property transferred</b>	<b>Dates</b>	<b>Total Amount or Value</b>
Felderstein Fitzgerald Willoughby & Pascuzzi LLP 400 Capitol Mall, Suite 1750 Sacramento, CA 95184  Website address: ffwplaw.com		11/12/15 12/16/15 12/23/15	\$10,000.00 \$30,000.00 \$150,000.00

**Question 13. Transfers not already listed on this statement**

<b>Line</b>	<b>Name and Address of Party Receiving Transfer</b>	<b>Description of Property Transferred or Payments Received or Debts Paid in Exchange</b>	<b>Date Transfer Made</b>	<b>Total amount or Value</b>
13.1	Sedgwick FundingCo, LLC c/o Gerchen Keller Capital, LLC 353 North Clark Street, Suite 2700 Chicago, IL 60654  Relationship to Debtor: Litigation Funder	UCC-1 financing statement filed in Florida for all assets	Nov. 4, 2014	Unknown
13.2	Jay David Roth 26 Jerome Pk Dr. Dundas, Ontario L9H 6H2 CANADA  Relationship to Debtor: Recipient of Reissued Shares	200,000 Shares of Common Stock Transferred from Robert Stern (recovered Shares); Stock Certificate No. 50 issued in the name of Jay David Roth	March 30, 2015	Unknown
13.3	Levi and Rochel Orbach 58/11 Katznelbogen Har Nof Jerusalem 95400 ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	2,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 51 issued in the name of Levi and Rochel Orbach.	March 30, 2015	Unknown
13.4	Akiva Yaakov Fuld Karmeit Tzur 74/2 D. N. Tzafon 90400 ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	2,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 52 issued in the name of Akiva Yaakov Fuld	March 30, 2015	Unknown
13.5	Michael Chaim Fein c/o Leonard Fein 911 E.18th St. Brooklyn, NY 11230-3104  Relationship to Debtor: Recipient of Reissued Shares	9,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 53 issued in the name of Michael Chaim Fein	March 30, 2015	Unknown

<b>Line</b>	<b>Name and Address of Party Receiving Transfer</b>	<b>Description of Property Transferred or Payments Received or Debts Paid in Exchange</b>	<b>Date Transfer Made</b>	<b>Total amount or Value</b>
13.6	Barya Schachter & Bonnie Buller c/o Rabbi Zalman Schachter 1720 Lehigh Street Boulder, CO 80305  Relationship to Debtor: Recipient of Reissued Shares	9,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 54 issued in the name of Barya Schachter & Bonnie Buller	March 30, 2015	Unknown
13.7	Charles Neiss 1860 Flatbush Ave. Brooklyn, NY 11210  Relationship to Debtor: Recipient of Reissued Shares	60,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 55 issued in the name of Charles Neiss	March 30, 2015	Unknown
13.8	Howard Muehlgay 1860 Flatbush Ave. Brooklyn, NY 11210  Relationship to Debtor: Recipient of Reissued Shares	80,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 56 issued in the name of Howard Muehlgay	March 30, 2015	Unknown
13.9	Joseph Kohler 1860 Flatbush Ave. Brooklyn, NY 11210  Relationship to Debtor: Recipient of Reissued Shares	24,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 57 issued in the name of Joseph Kohler	March 30, 2015	Unknown
13.10	Aaron Wegner 333 W 86th St. #1003 New York, NY 10024  Relationship to Debtor: Recipient of Reissued Shares	415,326 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 58 issued in the name of Aaron Wegner	March 30, 2015	Unknown
13.11	Jay Frechter 3210 Avenue L Brooklyn, NY 11210  Relationship to Debtor: Recipient of Reissued Shares	415,326 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 59 issued in the name of Jay Frechter	March 30, 2015	Unknown
13.12	Harold Frechter 567 Cedarwood Drive Cedarhurst, NY 11516  Relationship to Debtor: Recipient of Reissued Shares	28,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 60 issued in the name of Harold Frechter	March 30, 2015	Unknown



Line	Name and Address of Party Receiving Transfer	Description of Property Transferred or Payments Received or Debts Paid in Exchange	Date Transfer Made	Total amount or Value
13.13	Daniel Ruben 1860 Flatbush Ave. Brooklyn, NY 11210  Relationship to Debtor: Recipient of Reissued Shares	10,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 61 issued in the name of Daniel Ruben	March 30, 2015	Unknown
13.14	Brett Aaron McFarland 290 James Rd. Arcata, CA 95521  Relationship to Debtor: Recipient of Reissued Shares	48,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 62 issued in the name of Brett Aaron McFarland	March 30, 2015	Unknown
13.15	Ryan Adam King 703 Verdemont Cir. Simi Valley CA, 93065  Relationship to Debtor: Recipient of Reissued Shares	41,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 63 issued in the name of Ryan Adam King	March 30, 2015	Unknown
13.16	Henry S. J. Adams 1314 Marin Ave. Albany, CA 94706  Relationship to Debtor: Recipient of Reissued Shares	3,500,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 64 issued in the name of Henry S. J. Adams	March 30, 2015	Unknown
13.17	Melvin B. Katz Kiryat Chabad 220/50 P.O. Box 6113 Safed 13410 ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	50,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 65 issued in the name of Melvin B Katz	March 30, 2015	Unknown
13.18	Aaron Goldsmith P.O. Box 917 Postville, IA 52165  Relationship to Debtor: Recipient of Reissued Shares	50,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 66 issued in the name of Aaron Goldsmith	March 30, 2015	Unknown
13.19	Jonathan Leibowitz 949 Willowbrook Road Staten Island, NY 10314  Relationship to Debtor: Recipient of Reissued Shares	11,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 67 issued in the name of Jonathan Leibowitz	March 30, 2015	Unknown

Line	Name and Address of Party Receiving Transfer	Description of Property Transferred or Payments Received or Debts Paid in Exchange	Date Transfer Made	Total amount or Value
13.20	David Rothschild Kiryat Chabad 220/84 Safet 13410 ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	20,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 68 issued in the name of David Rothschild	March 30, 2015	Unknown
13.21	Gershom Gale 24/12 Eli Tavine Pisgat Ze'ev Jerusalem 97781 ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	10,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 68 issued in the name of Gershom Gale	March 30, 2015	Unknown
13.22	Martin Douglas Fairbairn 2/F Block 4, Rosary Villas 1-19 Lok Lam Road Shantin, N. T. HONG KONG  Relationship to Debtor: Recipient of Reissued Shares	50,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 70 issued in the name of Martin Douglas Fairbairn	March 30, 2015	Unknown
13.23	Robert Apatow c/o Moshe Mauda 44 Chofetz Chaim Raanana ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	90,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 71 issued in the name of Robert Apatow	March 30, 2015	Unknown
13.24	The Living Culture Foundation 1314 Marin Ave. Albany, CA 94706  Relationship to Debtor: Recipient of Reissued Shares	4,000,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 72 issued in the name of The Living Culture Foundation	March 30, 2015	Unknown
13.25	Rikah Weil-Siegel 888 Montgomery St., E9 Brooklyn, NY 11213  Relationship to Debtor: Recipient of Reissued Shares	35,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 73 issued in the name of Rikah Weil-Siegel	March 30, 2015	Unknown

<b>Line</b>	<b>Name and Address of Party Receiving Transfer</b>	<b>Description of Property Transferred or Payments Received or Debts Paid in Exchange</b>	<b>Date Transfer Made</b>	<b>Total amount or Value</b>
13.26	Howard Moskow 3315 NE 16th Street Fort Lauderdale, FL 33304  Relationship to Debtor: Recipient of Reissued Shares	4,500 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 74 issued in the name of Howard Moskow	March 30, 2015	Unknown
13.27	Eli Goldin 760 Montgomery St., Apt. 2A Brooklyn, NY 11213  Relationship to Debtor: Recipient of Reissued Shares	2,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 75 issued in the name of Eli Goldin	March 30, 2015	Unknown
13.28	Howard Tzvi Thaler 1398 Union Street Brooklyn, NY 11213  Relationship to Debtor: Recipient of Reissued Shares	2,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 76 issued in the name of Howard Tzvi Thaler	March 30, 2015	Unknown
13.29	Moshe & Sarah Morgenstern 122 Lake Valley Road Morristown, NJ 07960-2814  Relationship to Debtor: Recipient of Reissued Shares	10,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 77 issued in the name of Moshe & Sarah Morgenstern	March 30, 2015	Unknown
13.30	Daphna Slonim 822 S. Holt Ave. Los Angeles, CA 90035  Relationship to Debtor: Recipient of Reissued Shares	12,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 78 issued in the name of Daphna Slonim	March 30, 2015	Unknown
13.31	Shlomit Lahad 822 S. Holt Ave. Los Angeles, CA 90035  Relationship to Debtor: Recipient of Reissued Shares	12,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 79 issued in the name of Shlomit Lahad	March 30, 2015	Unknown
13.32	Avital Cohen 820 S. Holt Ave. Los Angeles, CA 90035  Relationship to Debtor: Recipient of Reissued Shares	12,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 80 issued in the name of Avital Cohen	March 30, 2015	Unknown

Line	Name and Address of Party Receiving Transfer	Description of Property Transferred or Payments Received or Debts Paid in Exchange	Date Transfer Made	Total amount or Value
13.33	Irmengard Meindl 1323 Hopkins St. Berkley, CA 94702  Relationship to Debtor: Recipient of Reissued Shares	15,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 81 issued in the name of Irmengard Meindl	March 30, 2015	Unknown
13.34	Karin Edwards 6401 Fairmont Ave. #9 El Cerrito, CA 94530  Relationship to Debtor: Recipient of Reissued Shares	10,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 82 issued in the name of Karin Edwards	March 30, 2015	Unknown
13.35	Laura V. Salazar 1414 34th Avenue Oakland, CA 94601  Relationship to Debtor: Recipient of Reissued Shares	5,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 83 issued in the name of Laura V. Salazar	March 30, 2015	Unknown
13.36	Dylan Gowen c/o Sarafina Rom 1725 Ward Street #4 Berkeley CA 94703  Relationship to Debtor: Recipient of Reissued Shares	5,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 84 issued in the name of Dylan Gowen	March 30, 2015	Unknown
13.37	Bradley L. Haupt 7300 Johnston Road Pleasanton, CA 94588  Relationship to Debtor: Recipient of Reissued Shares	15,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 85 issued in the name of Bradley L. Haupt	March 30, 2015	Unknown
13.38	Joyce Bleiman 4025 State Street #28 Santa Barbara, CA 93110  Relationship to Debtor: Recipient of Reissued Shares	16,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 86 issued in the name of Joyce Bleiman	March 30, 2015	Unknown
13.39	Peretz Katz P.O. Box 210 Kafar Chabad 60840 ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	26,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 87 issued in the name of Peretz Katz	March 30, 2015	Unknown

Line	Name and Address of Party Receiving Transfer	Description of Property Transferred or Payments Received or Debts Paid in Exchange	Date Transfer Made	Total amount or Value
13.40	Abba Brenenson P.O. Box 564 Kafar Chabad 60840 ISRAEL  Relationship to Debtor: Recipient of Reissued Shares	26,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 88 issued in the name of Abba Brenenson	March 30, 2015	Unknown
13.41	BJ Adrezin MD 1908 S. Navajo Palm Springs, CA 92264  Relationship to Debtor: Recipient of Reissued Shares	2,500 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 89 issued in the name of BJ Adrezin MD	March 30, 2015	Unknown
13.42	Albert Malachi Rosenhaus 33 Picatinny Road Morristown, NJ 07960  Relationship to Debtor: Recipient of Reissued Shares	10,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 91 issued in the name of Albert Malachi Rosenhaus	March 30, 2015	Unknown
13.43	Betty J.E. Wells P.O. Box 6075 Santa Barbara CA, 93160-6075  Relationship to Debtor: Recipient of Reissued Shares	50,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 91 issued in the name of Betty J.E. Wells	March 30, 2015	Unknown
13.44	Krintzman Family Trust 9595 Wilshire Blvd., Suite 900 Beverly Hills, CA 90212  Relationship to Debtor: Recipient of Reissued Shares	500,000 Shares of Common Stock Transferred from Robert Stern; Stock Certificate No. 92 issued in the name of Krintzman Family Trust	March 30, 2015	Unknown
13.45	Karin Wieland 6401 Fairmont Ave. #9 El Cerrito, CA 94530  Relationship to Debtor: Shareholder	Issuance of Stock Certificate #82-2 in the amount of 10,000 shares to Karin Wieland to replace Stock Certificate #82 to reflect name change from Karin Edwards to Karin Wieland	Sept. 17, 2015	Unknown
13.46	Grail Semiconductor through Dundee Securities, Inc., its broker-dealer  Relationship to Debtor: Debtor	Sale of 77,500 shares of Nemaska Lithium, Inc. common stock at \$0.2125 per share through public securities market	Sept. 24, 2015	\$16,468.75

Line	Name and Address of Party Receiving Transfer	Description of Property Transferred or Payments Received or Debts Paid in Exchange	Date Transfer Made	Total amount or Value
13.47	Grail Semiconductor through Dundee Securities, Inc., its broker-dealer  Relationship to Debtor: Debtor	Sale of 225,000 shares of Nemaska Lithium, Inc. common stock at \$0.217 per share through public securities market	Oct. 26, 2015	\$48,825.00
13.48	Grail Semiconductor through Dundee Securities, Inc., its broker-dealer  Relationship to Debtor: Debtor	Sale of 150,000 shares of Nemaska Lithium, Inc. common stock at \$0.2218419 per share through public securities market	Oct. 30, 2015	\$33,276.29
13.49	Grail Semiconductor through Dundee Securities, Inc., its broker-dealer  Relationship to Debtor: Debtor	Sale of 100,000 shares of Nemaska Lithium, Inc. common stock at \$0.302566 per share through public securities market	Nov. 23, 2015	\$30,256.60
13.50	Grail Semiconductor through Dundee Securities, Inc., its broker-dealer  Relationship to Debtor: Debtor	Sale of 200,000 shares of Nemaska Lithium, Inc. common stock at \$0.273194 per share through public securities market	Dec. 7, 2015	\$54,638.80

## PART 7: PREVIOUS LOCATIONS

### 14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Between December 31, 2012 and December 30, 2015, the Debtor used certain addresses for mail purposes.

	Address	Dates of occupancy
14.1	9000 Divide-1127 North Summit Blvd Mountain Meadows #105 Frisco, CO 80443	December 31, 2012-present This address was used for some bank statements and correspondence
14.2	1428 Harvest Crossing Drive McLean, VA 22101	December 31, 2012-present This address was used for some invoice copies and bank statements
14.3	5150 Fair Oaks Blvd., #101-185 Carmichael, CA 95608	This address was used for most mail starting in December 2015



**PART 13: DETAILS ABOUT THE DEBTOR'S BUSINESS OR CONNECTIONS TO ANY BUSINESS****26. Books, records, and financial statements**

**26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.**

	Name and Address	Dates of Service
26a.1	Brad A. Woods P.O. Box 4487 Frisco, CO 80443	2012 to date
26a.2	Elizabeth Mize P.O. Box 2009 Silverthorne, CO 80498	2012 to Spring/Summer 2015
26a.3	Kane Mongiello P.O. Box 4487 Frisco, CA 80443	Late Summer 2015 to date

**26b. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.**

	Name and Address	If any books of account and records are unavailable, explain why
26c.1	Brad A. Woods 9000 Divide, 1127 North Summit Blvd. Mountain Meadows #105 Frisco, CO 80443	
26c.2	Ron Hofer 1428 Harvest Crossing Drive McLean, VA 22101	
26c.3	Judge Richard L. Gilbert (Ret.) 2630 "J" Street Sacramento, CA 95816	

**28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case:**

Name and Address	Position and nature of any interest	% of interest, if any
Donald Stern c/o John C. Oehmke, Esq. Diepenbrock Elkin LLP 500 Capitol Mall, Suite 2200 Sacramento, CA 95814	Director and Controlling Shareholder	49.63%
Robert Stern c/o Edward A. Klein, Esq. Liner LLP 1100 Glendon Avenue, Floor 14 Los Angeles, CA 90024	Director and Shareholder	14.94%
Judge Richard L. Gilbert (Ret.) 2630 "J" Street Sacramento, California 95816	Director	
Ronald W. Hofer c/o Jamie P. Dreher, Esq. Downey Brand LLP 621 Capitol Mall, 18th Floor Sacramento, CA 95814	CEO with authority revoked	
Brad Woods 9000 Divide-1127 North Summit Blvd Mountain Meadows #105 Frisco, CO 80443	CFO and Secretary with revoked authority	
Michael F. Burkart 5150 Fair Oaks Blvd. #101-185 Carmichael, CA 95608	Chief Resolution Officer	

**29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?**

Name and Address	Position and nature of any interest	Period during which position or interest was held
Frank P. Bauder 8320 Summerset Drive Anchorage, AK 99518	Director	From 3/9/12 to 5/1/15
Edward J. Nixon 615 Denmark Drive, Apt. 204 Memphis, TN 38103	Director	From 8/5/11 to 5/1/15
Alain Champagne 1305-4950 Boulevard de l'Assomption Montreal, QC, H1T 0A3 CANADA	Director	From 12/23/09 to 5/1/15